

RESOLUTIONS OF THE DIRECTOR

OF

SHARED INC.

(the Corporation)

WHEREAS:

- (A) The Corporation had entered into and executed a partnership agreement dated as of December 14, 2016 (the **Original Partnership Agreement**) between the Corporation and Nabigon Holdings Inc. (**Nabigon**) in connection with the formation of a general partnership in Ontario under the name "Shared Partnership" (the **Partnership**).
- (B) In connection with the formation of the Partnership, the Corporation had contributed the sum of Cdn\$70.00 to the Partnership in consideration for a 70% Partnership Interest (as such term is defined in the Original Partnership Agreement) (the **Original Contribution**).
- (C) It was determined to be in the best interests of the parties to amend and restate the Original Partnership Agreement in its entirety as of the date hereof.
- (D) With effect on December 31, 2016, the Corporation had transferred certain business assets to the Partnership (the **Transferred Assets**) pursuant to an Asset Transfer Agreement dated December 31, 2016 (the **Asset Transfer Agreement**) in consideration for the issuance of: (i) \$10,000,000 worth of Preferred Partnership Interest of the Partnership; (ii) \$14,000,000 worth of Common Partnership Interest of the Partnership; and (iii) a ~~non-interest bearing~~ demand promissory note in the amount of \$6,000,000.

APPROVAL OF PARTNERSHIP AGREEMENTS

BE IT RESOLVED THAT:

- 1 The formation of the Partnership be and is hereby ratified and approved, and in connection therewith:
 - (a) the Original Partnership Agreement be and is hereby ratified and approved by the Corporation, and the execution and delivery by any one officer or the director of the Corporation of the Original Partnership Agreement is hereby ratified and approved; and
 - (b) the matters provided for in the Original Partnership Agreement and the performance by the Corporation of its obligations thereunder be and the same are hereby ratified and approved, and in particular and without limitation, the contribution by the Corporation of an initial amount of Cdn\$70.00 to the Partnership in exchange for a 70% Partnership Interest in the Partnership is hereby ratified and approved, all in accordance with the terms of the Original Partnership Agreement.
- 2 The registration of a Form 1 under the *Business Names Act* (Ontario) on December 20, 2016 for the Partnership, and all actions required to be taken in connection therewith or in connection with the formation of the Partnership, are hereby ratified and approved.
- 3 The Corporation is hereby authorized to enter into and perform its obligations under an amended and restated partnership agreement to be dated on or about ~~the date hereof~~ [February 27, 2017](#) (the **Amended Partnership Agreement**) between the Corporation and Nabigon, a draft copy of

which has been submitted to, and examined by, the director of the Corporation, and the Amended Partnership Agreement is hereby approved.

- 4 Any one officer or the director of the Corporation is hereby authorized to:
- (a) execute and deliver the Amended Partnership Agreement with such changes, if any, as such officer or director may deem necessary or advisable, such execution to be conclusive evidence of his or her approval of any such changes; and
 - (b) execute and deliver all such instruments, agreements and other documents and take such further and other action as in such officer's or director's opinion may be necessary or desirable to complete the transactions hereby approved and authorized.
- 5 Any and all actions taken prior to this date by any of the officers or the director of the Corporation in connection with the negotiation of the Original Partnership Agreement, the Amended Partnership Agreement and any other supporting documents or agreements, are hereby ratified.

APPROVAL OF ASSET TRANSFER AGREEMENT

BE IT RESOLVED THAT:

- 1 With effect on December 31, 2016, the transfer of the Transferred Assets by the Corporation to the Partnership be and is hereby ratified and approved, and in connection therewith:
- (a) the Asset Transfer Agreement be and is hereby ratified and approved by the Corporation, and the execution and delivery by any one officer or the director of the Corporation of the Asset Transfer Agreement is hereby ratified and approved; and
 - (b) the matters provided for in the Asset Transfer Agreement and the performance by the Corporation of its obligations thereunder be and the same are hereby ratified and approved, including in particular and without limitation, the transfer of the Transferred Assets to the Partnership.
- 2 Any and all actions taken prior to this date by any of the officers or the director of the Corporation in connection with the negotiation of the Asset Transfer Agreement and any other supporting documents or agreements, are hereby ratified.
- 3 The Corporation be and is hereby authorized to make and jointly file with the Partnership an election under subsection 97(2) of the *Income Tax Act* (Canada) (the **Tax Act**), within the time and in the manner prescribed therefore by the Tax Act and the regulations made pursuant thereto in accordance with the terms of the Asset Transfer Agreement.
- 4 The Corporation be and is hereby authorized to make and jointly file with the Partnership an election under ~~Section~~section 1567 of the *Excise Tax Act* (Canada) (the **ETA**), within the time and in the manner prescribed therefore by the ETA and the regulations made pursuant thereto in accordance with the terms of the Asset Transfer Agreement. ~~[NTD: to be confirmed]~~

THESE RESOLUTIONS may be signed and transmitted by electronic means.

[Signature page follows]

THE UNDERSIGNED, being the sole director of the Corporation hereby signs the foregoing resolutions in accordance with the provisions of the *Canada Business Corporations Act*.

DATED the _____ day of February, 2017.

James M. Walker